(Securities Code: 5301)

March 8, 2023

(Start date of electronic provision: March 1, 2023)

To Our Shareholders:

2-3, Kita-Aoyama 1-Chome, Minato-ku, Tokyo

Tokai Carbon Co., Ltd.

Hajime Nagasaka, President and CEO

Notice of FY2022 Annual Meeting of Shareholders

We would like to express our gratitude for your continued support.

The Company would hereby like to inform shareholders that the FY2022 Annual Meeting of Shareholders of the Company will be held as described below.

Under the Electronic Provision Measures for the convocation of this Annual Meeting of Shareholders, the Company has posted Electronic Provision Measures Matters on the following website on the Internet.

The Company's website (https://www.tokaicarbon.co.jp/)

Please access them on the website above by selecting "IR" and then "Shareholders meeting." In addition to the above, they are also available on the following website on the Internet. Tokyo Stock Exchange website

(https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show)

Please access them on the website above by entering and searching the Company's name or securities code, and selecting "Basic information" and then "Documents for public inspection/PR information."

To prevent the spread of COVID-19, we kindly request you to refrain from visiting the venue of the Annual Meeting of Shareholders, and read the reference materials of the meeting included in the Electronic Provision Measures Matters and exercise your voting rights by using the Internet or in writing no later than 5:35 p.m. on Wednesday, March 29, 2023.

Sincerely yours,

1. Date and time: 10 a.m. on Thursday, March 30, 2023

2-3, Kita-Aoyama 1-Chome, Minato-ku, Tokyo 2. Venue:

Headquarters Office (10th floor of Aoyama Building)

(Please refer to the access map for the venue of the Annual

Meeting of Shareholders attached at the end of this notice.)

3. Purposes:

Items to be reported:

1. The business report, the consolidated financial statements the results of consolidated financial statement audits by the

Accounting Auditor and the Board of Auditors for the fiscal year 2022 business period (January 1, 2022 to December 31,

The non-consolidated financial statements for the fiscal year 2022 business period (January 1, 2022 to December 31, 2022)

Items to be resolved:

Agenda No. 1: Appropriation of Retained Earnings

Agenda No. 2: Election of Eight (8) Directors

Agenda No. 3: Election of Two (2) Auditors

Agenda No. 4: Election of One (1) Substitute Auditor

1. If any modifications are made to the Electronic Provision Measures Matters, the modifications will be posted on the respective websites.

- 2. When you attend the meeting, we kindly request that you submit the enclosed voting form to the receptionist at the venue.
- 3. In accordance with laws and regulations and Article 17, Paragraph 2 of the Articles of Incorporation of the Company, the documents sent to shareholders who have requested the delivery of materials in paper-based format do not state the following matters. Those documents are part of the documents audited by the Auditor & Supervisory Board Members of the Company and the Accounting Auditor in preparing the auditors' report.
 - The consolidated statements of changes in net assets and the notes to consolidated financial statements forming parts of the consolidated financial statements
 - The statements of changes in net assets and the notes to financial statements forming parts of the financial statements

Agenda No. 1: Appropriation of Retained Earnings

The Company would like to appropriate retained earnings as follows.

The Company regards returning profits to shareholders to be one of its important management priorities in its efforts to increase corporate value over the medium and long term. Accordingly, the Company maintains its basic policy to pay dividends stably and continuously with a consolidated payout ratio of 30% as a target, while giving consideration to its operating results and forecasts, investment plans, and status of cash flows, etc. in each period.

The Company plans to pay a year-end dividend of ¥15 per share for the current period, which is the same as the interim dividend. The year-end dividend will bring the total 2022 dividend, including the interim dividend, to ¥30 per share.

1. Form of dividend

Cash payment

2. Allocation of dividends and total amount of dividends

¥15 per common share of the Company

Total 3,197,924,805 yen

3. Effective date on which dividends will be disbursed from retained earnings

March 31, 2023

Agenda No. 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Annual Meeting of Shareholders. Accordingly, the Company proposes to elect eight (8) Directors.

The candidates for Directors are as follows.

8 Re-election

External

Independent

Candidates for Independent Directors registered [Reference] List of candidates **External Directors** with the Tokyo Stock Exchange Board of Candidate No. Gender Current position Name Directors Meetings Re-election Hajime Nagasaka Male President and CEO 21 of 21 Masafumi Tsuji Male Director 21 of 21 Re-election Katsuyuki Yamaguchi Male Director 21 of 21 Re-election Shunji Yamamoto Male Director 21 of 21 Re-election 5 Tatsuhiko Yamazaki Male **Business Director** New External Independent Nobumitsu Kambayashi Male Director 21 of 21 Re-election External Independent Mayumi Asada Female Director 21 of 21 Re-election

(Note) The attendance at the Board of Directors Meeting for Mr. Toshiro Miyazaki represents his attendance since March 2022 when he assumed the position of Director.

Male

Director

17 of 17

Toshiro Miyazaki

Name Hajime Nagasaka (re-election)

Date of Birth January 9, 1950 (73)

Term of Office as Director 17 years

Attendance at Board of Directors Meetings 100% (21 of 21)

Number of the Company's shares owned 156,847

Brief profile, position and responsibility							
April 1972 Joined Tokai Electrode Mfg. Co., Ltd. (currently the Company)							
March 2006	Director Executive Officer Deputy General Manager, Carbon Black Division						
March 2008	Director Managing Executive Officer Deputy General Manager, Carbon Black Division						
March 2011	Director Senior Managing Executive Officer General Manager, Carbon Black Division						
March 2013	Representative Director Senior Managing Executive Officer in charge of Carbon Black Division and Graphite Electrode Division						
March 2014	Representative Director Executive Vice President in charge of Carbon Black Division, Graphite Electrode Division and Raw Material Procurement Department						
February 2015	President and CEO (incumbent)						

Reason for nomination as a candidate for Director

Mr. Hajime Nagasaka has been involved in the management of the Company and its group companies over many years, serving as President and CEO since February 2015. The Company selected him again as a candidate for Director because Mr. Nagasaka has extensive experience and broad knowledge mainly of its mainstay carbon black business and the graphite electrode business.

Name Masafumi Tsuji (re-election)

Date of Birth January 10, 1963 (60)

Term of Office as Director 6 years

Attendance at Board of Directors Meetings 100% (21 of 21)

Number of the Company's shares owned 59,662

Brief profile, position and responsibility							
April 1986	Joined the Company						
March 2015	Executive Officer General Manager, Carbon Black Division						
January 2016	Executive Officer General Manager, Graphite Electrode Division						
March 2017	Director Executive Officer General Manager, Fine Carbon Division						
January 2020	Director Executive Officer Deputy Chairman, Corporate Planning Department, Strategic Investment Department, and Sales Research & Planning Department General Manager, Corporate Planning Department						
September 2022	Director Executive Officer responsible for Corporate Planning Department, General Administration for Group Companies, Strategic Investment Department, Sales Research & Planning Department and Business Incubation Department General Manager, Corporate Planning Department (incumbent)						

(Notable Concurrent Positions)

Director and President of Tokai Carbon U.S. Holdings, Inc.

Reason for nomination as a candidate for Director

Mr. Masafumi Tsuji has held positions, such as General Manager at the Human Resources Department, General Manager at the Management Planning Office, General Manager at the Carbon Black Division, General Manager at the Graphite Electrode Division, and General Manager at the Fine Carbon Division, and he has been serving as Director, Executive Officer since March 2017. The Company selected Mr. Tsuji again as a candidate for Director because he has extensive experience and knowledge of the Company's businesses ranging from planning and administration to sales.

Name Katsuyuki Yamaguchi (re-election)

Date of Birth March 29, 1964 (59)

Term of Office as Director 4 years

Attendance at Board of Directors Meetings 100% (21 of 21)

Number of the Company's shares owned 32,205

Brief profile, position and responsibility					
April 1988	Joined the Company				
March 2018	Executive Officer General Manager, Technology & Engineering Division				
March 2019	Director Executive Officer General Manager, Technology & Engineering Division				
March 2021	Director Executive Officer General Manager, R&D Strategy Division General Manager, Intellectual Property Department (incumbent)				

Reason for nomination as a candidate for Director

Mr. Katsuyuki Yamaguchi has been engaged mainly in the R&D field since he joined the Company, and has held positions including General Manager at the Engineering Department, and General Manager at the Technology & Engineering Division, and he has been serving as Director, Executive Officer since March 2019. The Company selected Mr. Yamaguchi again as a candidate for Director because he has extensive business experience in the Company and knowledge of the Company's businesses ranging from R&D, manufacturing, and engineering.

Name Shunji Yamamoto (re-election)

Date of Birth March 8, 1962 (61)

Term of Office as Director 4 years

Attendance at Board of Directors Meetings 100% (21 of 21)

Number of the Company's shares owned 9,500

Brief profile, position and responsibility							
April 1985	Joined the Company						
June 2015	General Manager, Production & Technology Department, Carbon Black Division						
March 2016	Director, Managing Director,						
	Thai Tokai Carbon Product Co., Ltd.						
March 2018 Executive Officer, the Company Director, Managing Director,							
	Thai Tokai Carbon Product Co., Ltd.						
March 2019	Director Executive Officer Director, Tokai Carbon CB Genpar LLC (incumbent)						
(incumbent)							

(Notable Concurrent Positions)

Director, Tokai Carbon CB Genpar LLC

Reason for nomination as a candidate for Director

Mr. Shunji Yamamoto has been engaged mainly in the Manufacturing Division since he joined the Company, and has held positions, such as General Manager at the Kyushu-Wakamatsu Plant, General Manager at the Production & Technology Department, Carbon Black Division, and he has been serving as Director, Executive Officer since March 2019. In addition, he has displayed his ability as top management of Thai Tokai Carbon Product Co., Ltd., an affiliate of the Company, since he assumed the position in March 2016. The Company selected Mr. Yamamoto again as a candidate for Director because he has extensive business experience in the Company and knowledge of the Company's businesses of manufacturing and engineering.

Name Tatsuhiko Yamazaki (new)
Date of Birth November 22, 1964 (58)

Number of the Company's shares owned 22,338

Brief profile, position and responsibility					
April 1985	Joined the Company				
March 2016	General Manager, Production & Technology Department, Carbon Black Division				
March 2017	Business Director General Manager, Marketing & Sales Department, Carbon Black Division				
January 2020	Business Director, Managing Director,				
	Thai Tokai Carbon Product Co., Ltd. (incumbent)				

(Notable Concurrent Positions)

Director, Managing Director, Thai Tokai Carbon Product Co., Ltd.

Reason for nomination as a candidate for Director

Mr. Tatsuhiko Yamazaki has been engaged mainly in the Manufacturing Division of the Company since he joined the Company, and has held positions, such as General Manager at the Chita Plant, General Manager at the Production & Technology Department, Carbon Black Division, and General Manager at the Marketing & Sales Department, Carbon Black Division, and he has been serving as Business Director since March 2017. In addition, he has displayed his ability as top management of Thai Tokai Carbon Product Co., Ltd., an affiliate of the Company, since he assumed the position in January 2020. The Company selected Mr. Yamazaki as a candidate for Director because he has extensive business experience in the Company and knowledge of the Company's businesses of manufacturing, engineering and marketing & sales.

Name Nobumitsu Kambayashi

(re-election) (external) (independent)

Date of Birth May 28, 1948 (74)

Term of Office as External Director 7 years

Attendance at Board of Directors Meetings 100% (21 of 21)

Number of the Company's shares owned 23,200

Brief profile, position and responsibility							
April 1971	Joined Kawasaki Heavy Industries, Ltd.						
October 2002	Director, Kawasaki Shipbuilding Corporation						
April 2008	Managing Executive Officer, Kawasaki Heavy Industries, Ltd. Director/Senior Vice President, Kawasaki Shipbuilding Corporation						
April 2010	President & Representative Director, Kawasaki Shipbuilding Corporation Senior Vice President (part-time), Kawasaki Heavy Industries, Ltd.						
October 2010	Senior Vice President (Representative Director), Kawasaki Heavy Industries, Ltd. President, Ship & Offshore Structure Company						
June 2013	Senior Advisor, Kawasaki Heavy Industries, Ltd.						
June 2015	Chairman, Japan Ship Technology Research Association (incumbent)						
March 2016	External Director, the Company (incumbent)						
June 2017	une 2017 Outside Director, Inui Global Logistics Co., Ltd. (incumbent)						

(Notable Concurrent Positions)

Chairman, Japan Ship Technology Research Association

Outside Director, Inui Global Logistics Co., Ltd.

Reason for nomination as a candidate for External Director and expected roles

Mr. Nobumitsu Kambayashi has held various positions, such as President and Representative Director of Kawasaki Shipbuilding Corporation and President of Ship & Offshore Structure Company of Kawasaki Heavy Industries, Ltd., and he has been serving as External Director of the Company since March 2016. The Company selected Mr. Kambayashi again as a candidate for Director because he has provided appropriate advice on the management and business execution of the Company from an objective and professional viewpoint based on his extensive experience and insights gained as a manager of globally operating manufacturing companies and is expected to contribute to effectively strengthening the decision-making function and oversight function of the Company's Board of Directors.

Name Mayumi Asada

(re-election) (external) (independent)

Date of Birth February 5, 1968 (55)

Term of Office as External Director 2 years

Attendance at Board of Directors Meetings 100% (21 of 21)

Number of the Company's shares owned 6,500

Brief profile, position and responsibility					
October 2002	Registered as an attorney-at-law and joined Hiranuma Takaaki Law Office				
January 2014	Representative, Marunouchi Building Aoi Law Office (incumbent)				
March 2014	Acquired Doctor's degree in Medicine at the Juntendo University Graduate School of Medicine				
April 2020	Business Director, Incorporated Educational Institution Nikaido Gakuen (incumbent)				
March 2021	External Director, the Company (incumbent)				

(Notable Concurrent Positions)

Representative, Marunouchi Building Aoi Law Office

Business Director, Incorporated Educational Institution Nikaido Gakuen

Reason for nomination as a candidate for External Director and expected roles

The Company selected Ms. Mayumi Asada again as a candidate for Director because she has had a long career as a lawyer and has medical knowledge as a Doctor of Medicine, and is expected to provide appropriate advice on the management and business execution of the Company from an objective and professional viewpoint based on her extensive experience and insights gained as a lawyer and Doctor of Medicine. Accordingly, Ms. Asada is expected to appropriately perform duties as External Director, though she has never been involved in corporate management by other means than serving as External Director or External Auditor.

Name Toshiro Miyazaki

(re-election) (external) (independent)

Date of Birth August 21, 1949 (73)

Term of Office as External Director 1 year

Attendance at Board of Directors Meetings 100% (17 of 17)

Number of the Company's shares owned 0

Brief profile, position and responsibility							
April 1972 Joined Mitsui Shipbuilding & Engineering Co., Ltd.							
	(currently Mitsui E&S Holdings Co., Ltd.)						
June 2007	Director, Finance, Accounting, and Investor Relations and Communications, Mitsui Shipbuilding & Engineering Co., Ltd.						
March 2008	Director, MODEC, Inc.						
March 2011	Representative Director, President, MODEC, Inc.						
March 2019	Director, Chairman of the Board, MODEC, Inc.						
March 2020	Senior Advisor, Kawasaki Heavy Industries, Ltd.						
March 2022	External Director, the Company (incumbent)						
(Notable Concurrent Po	sitions)						

(Notable Concurrent Positions) Executive Advisor, MODEC, Inc.

Reason for nomination as a candidate for External Director and expected roles

Mr. Toshiro Miyazaki held various positions, such as Representative Director and President of MODEC, Inc. and Director of Mitsui Shipbuilding & Engineering Co., Ltd. The Company selected Mr. Miyazaki again as a candidate for Director because he has extensive experience and insights as a top executive of globally operating manufacturing companies and is expected to provide advice on the management of the Company and perform the management oversight function from a position independent of the Company's management engaged in the execution of the Company's operations.

Notes

- 1. There are no special conflicts of interest between each candidate for Director and the Company.
- 2. Mr. Nobumitsu Kambayashi, Ms. Mayumi Asada and Mr. Toshiro Miyazaki are candidates for External Director.
- 3. Mr. Nobumitsu Kambayashi, Ms. Mayumi Asada and Mr. Toshiro Miyazaki meet the Independence Standards for External Officers set by the Company. If this agenda is approved as proposed, the Company will designate them as independent officers provided for in the provisions of the Tokyo Stock Exchange and register them accordingly with the said exchange.
- 4. Outline of limited liability agreement
 - If this agenda item is approved as proposed and Mr. Nobumitsu Kambayashi, Ms. Mayumi Asada and Mr. Toshiro Miyazaki assume the position of External Director, the Company will continue an agreement with them to limit the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act. The amount of liability for damages under this agreement shall be the minimum limited liability stipulated in laws and regulations. If the candidates for External Director assume the position of External Director, the insurance agreement will be renewed during the term of office.
- 5. Outline of Directors and Officers Liability Insurance
 - The Company maintains an insurance policy for officers and directors ("D&O insurance policy"), and the Company shall include Mr. Hajime Nagasaka, Mr. Masafumi Tsuji, Mr. Katsuyuki Yamaguchi, Mr. Shunji Yamamoto, Mr. Nobumitsu Kambayashi, Ms. Mayumi Asada and Mr. Toshiro Miyazaki, in addition to Mr. Tatsuhiko Yamazaki if he is appointed as a Director, as insured parties under the D&O insurance policy during the term of this Agreement. The policy covers losses arising from claims made against them as a result of the execution of duties up to the specified limit amount of insurance payment for the term of insurance.

Agenda No. 3: Election of Two (2) Auditors

The terms of office of Mr. Masanao Hosoya and Mr. Motokazu Hiura as Auditors will expire at the conclusion of this Annual Meeting of Shareholders. Accordingly, the Company wishes to elect two (2) Auditors. The Board of Auditors has already given its consent to this issue.

The candidates for Auditor are as follows.

Candidate No.

Name Yuji Serizawa

(new)

Date of Birth December 27, 1959 (63)

Number of the Company's shares owned 65,662

Brief profile and position							
April 1984 Joined the Company							
March 2012	Director Executive Officer in charge of Fine Carbon Division General Manager, Fine Carbon Division						
March 2014	Executive Officer General Manager, Graphite Electrode Division						
March 2015	Director Executive Officer General Manager, Graphite Electrode Division						
January 2016	Director Executive Officer General Manager, Corporate Planning Division						
March 2017	Director Executive Officer responsible for Human Resources Department, General Affairs Department, and Legal Affairs Department (incumbent)						

Reason for nomination as a candidate for Auditor

Mr. Yuji Serizawa has been engaged in the management of the Company and its group company over many years, serving as Director, Executive Officer of the Company since March 2015. With extensive experience and knowledge mainly in the fine carbon business, graphite electrode business, and administrative operations, he is expected to provide appropriate advice on the management of the Company as an Auditor.

Name Yoshinori Matsushima

(new) (external) (independent)

Date of Birth February 7, 1968 (55)

Number of the Company's shares owned 0

Brief profile and position					
November 1997	Joined Deloitte Touche Tohmatsu LLC				
May 2001 Registered as a Certified Public Accountant,					
	and established Matsushima Certified Public Accountant Office (incumbent)				
May 2006 Registered as Certified Tax Accountant					

(Notable Concurrent Positions)

Representative, Matsushima Certified Public Accountant Office

Reason for nomination as a candidate for External Auditor and expected roles

Mr. Yoshinori Matsushima has professional taxation knowledge and experience as a Certified Tax Accountant in addition to financial and accounting knowledge gained through his duties as a certified public accountant. Though Mr. Matsushima has never been involved in corporate management, with the insights based on his above-mentioned experience, he is expected to provide appropriate advice on the management of the Company as an External Auditor.

Notes:

- 1. There are no special conflicts of interest between each candidate for Auditor and the Company.
- 2. Mr. Yoshinori Matsushima is a candidate for External Auditor.
- 3. Mr. Yoshinori Matsushima meets the Independence Standards for External Officers set by the Company. If Mr. Yoshinori Matsushima assumes the position of External Auditor, the Company will designate him as an independent officer provided for in the provisions of the Tokyo Stock Exchange and register him accordingly with the said exchange.
- 4. Outline of limited liability agreement
 - If this agenda item is approved as proposed and the candidates for Auditor assume the position of an Auditor, the Company will enter into an agreement with them to limit the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act. The amount of liability for damages under this agreement shall be the minimum limited liability stipulated in laws and regulations.
- 5. Outline of Directors and Officers Liability Insurance
 - The Company maintains an insurance policy for Audit & Supervisory Board Members ("D&O insurance policy"). If Mr. Yuji Serizawa and Mr. Yoshinori Matsushima assume the position of Auditor, the Company shall include them as insured parties under the D&O insurance policy during the term of this Agreement. The policy covers losses arising from claims made against them as a result of the execution of duties up to the specified limit amount of the insurance payment for the term of insurance. If they assume the position of Auditor, the insurance agreement will be renewed during the term of office.

Agenda No. 4: Election of One (1) Substitute Auditor

The Company wishes to elect one (1) Substitute Auditor to prepare for a situation in which there is a shortfall in the number of auditors required by laws and regulations. The Board of Auditors has already given its consent to this issue.

The candidate for Substitute Auditor is as follows.

Name Toshiya Onuma

(External) (Independent)

Date of Birth January 23, 1971 (52)

Number of the Company's shares owned 0

Brief profile and position					
October 1997	Joined Chuo Audit Office				
April 2003 Registered as a Certified Public Accountant					
June 2004 Representative, Onuma Certified Public Accountant Office (incumbent)					
November 2010	Registered as Certified Tax Accountant				

Reason for nomination as a candidate for Substitute External Auditor

Mr. Toshiya Onuma has professional taxation knowledge and experience as a certified tax accountant in addition to financial and accounting knowledge and experience in statutory auditing gained through his duties as a certified public accountant. Though Mr. Onuma has never been involved in corporate management, with the insights based on his above-mentioned experience, he is expected to provide appropriate advice on the management of the Company as an External Auditor.

Notes:

- 1. There are no special conflicts of interest between Mr. Toshiya Onuma and the Company.
- 2. Mr. Toshiya Onuma is a candidate for Substitute External Auditor.
- 3. Mr. Toshiya Onuma meets the Independence Standards for External Officers set by the Company. If Mr. Toshiya Onuma assumes the position of External Auditor, the Company will designate him as an independent officer provided for in the provisions of the Tokyo Stock Exchange and register him accordingly with the said exchange.
- 4. Outline of limited liability agreement
 - If this agenda item is approved as proposed and Mr. Toshiya Onuma assumes the position of an External Auditor, the Company will enter into an agreement with Mr. Onuma to limit the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the said Act. The amount of liability for damages under this agreement shall be the minimum limited liability stipulated in laws and regulations.
- 5. Outline of Directors and Officers Liability Insurance
 - The Company maintains an insurance policy for Audit & Supervisory Board Members ("D&O insurance policy"). If Mr. Toshiya Onuma assumes the position of External Auditor, the Company shall include Mr. Onuma as an insured party under the D&O insurance policy during the term of this Agreement. The policy covers losses arising from claims made against him as a result of the execution of duties up to the specified limit amount of the insurance payment for the term of insurance. If Mr. Onuma assumes the position of External Auditor, the insurance agreement will be renewed during the term of office.

[Reference] Skill matrix of officers after the shareholders meeting

		Expertise and experience expected of Directors and Auditors									
	Name	Gender	Term of office (years)	Corporate management	Finance and accounting	Legal and risk management	Global	Manufacturin g, Technology and ICT	Sales and marketing	Personnel and human resource development	ESG and sustainability
	Hajime Nagasaka	Male	17	•			•		•	•	•
	Masafumi Tsuji	Male	6	•		•	•			•	•
	Katsuyuki Yamaguchi	Male	4					•	•		•
Director	Shunji Yamamoto	Male	4	•			•	•			
Dire	Tatsuhiko Yamazaki	Male	-	•			•	•	•		
	Nobumitsu Kambayashi	Male	7	•		•	•		•	•	
	Mayumi Asada	Female	2			•				•	•
	Toshiro Miyazaki	Male	1	•	•	•				•	•
	Kazuyuki Kakehashi	Male	7			•		•			•
Auditor	Yuji Serizawa	Male	-			•	•				
	Kaoru Ogashiwa	Male	3		•	•					
	Yoshinori Matsushima	Male	-		•	•					